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September 7, 1999

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

300002981413--1  
-09/08/99--01081--003  
\*\*\*\*113.75 \*\*\*\*113.75

Re: Formation of ELLIOTT, NICHOLAS & JORDAN, LTD.  
Our File No.: ENJ-1

Dear Sir or Madam:

On behalf of our client, Elliott, Nicholas & Jordan, Ltd., enclosed for filing please find its Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$113.74 for the filing fee, Registered Agent Designation and a Certificate of Status.

To evidence the Secretary of State's receipt of this letter and the referenced enclosures, I would appreciate your stamping the additional copy of the Certificate of Limited Partnership and returning it along with a Certificate of Status.

Please feel free to call me if you have any questions.

Sincerely,

*J. Riddle*

Jennifer Riddle, Legal Assistant

jdr  
enclosures  
185309.1

A99-1495

Name	9-10
Availability	
Director	
Secretary	
Register	
Acknowledgement	
W. E. Yancy, Jr.	

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF ELLIOTT, NICHOLAS & JORDAN, LTD.**

This is a Certificate of Limited Partnership of ELLIOTT, NICHOLAS & JORDAN, LTD. (the "Partnership"), dated as of August 13, 1999. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is ELLIOTT, NICHOLAS & JORDAN, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is Daniel J. Dorsch, 15310 Amberly Drive, Suite 320, Tampa, Florida 33647.
3. The sole general partner of the Partnership is Dorsch Management, Inc., whose address is 15310 Amberly Drive, Suite 320, Tampa, Florida 33647. *pg 5 - 33327*
4. The mailing address and the principal place of business of the Partnership is 15310 Amberly Drive, Suite 320, Tampa, Florida 33647.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2050.

IN WITNESS WHEREOF, the undersigned, the sole General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

Dorsch Management, Inc., General Partner

By: *Daniel J. Dorsch*  
Daniel J. Dorsch, President

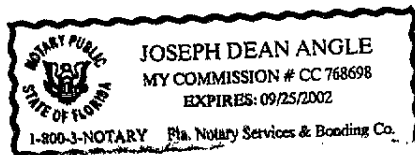
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13 day of August 1999, by Daniel J. Dorsch, in his capacity as President of Dorsch Management, Inc., a Florida corporation on behalf of the corporation, the General Partner of Elliott, Nicholas & Jordan, Ltd. He is personally known to me or did produce \_\_\_\_\_ as identification and did take an oath.

*Joseph Dean Angle*  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires  
181464.1



FILED  
SEP - 8 2000  
AM 5:00

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.

  
Daniel J. Dorsch

181464.1

FILED  
09 SEP -8 PM 5:09  
TAMPA, FLORIDA

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Daniel J. Dorsch, being sworn, upon his oath, deposes and says:

1. I am the President of Dorsch Management, Inc., the General Partner of ELLIOTT, NICHOLAS & JORDAN, LTD., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is ~~\$188,000.~~ \$10,000. *JD*

*Daniel J. Dorsch*

Daniel J. Dorsch, President  
Dorsch Management, Inc.  
General Partner of  
Elliott, Nicholas & Jordan, Ltd.

The foregoing instrument was acknowledged before me this 12 day of August 1999, by Daniel J. Dorsch, President of Dorsch Management, Inc., a Florida corporation on behalf of the corporation, the General Partner of Elliott, Nicholas & Jordan, Ltd. He is personally known to me or did produce \_\_\_\_\_ as identification and did take an oath.

*Joseph Dean Angle*  
NOTARY PUBLIC, State of Florida  
at Large

FILED  
1999 SEP -8 PM 5:09

My Commission Expires

181464.1

